

0100688054



HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

VIA AIR COURIER

July 11, 1995

19522
12

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of April 25, 1995 between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center,
Suite 3500
San Francisco, CA 94111

Lessee: CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

RECEIVED
OFFICE OF THE
SECRETARY
JUL 12 2 30 PM '95
LICENSING BRANCH

The equipment involved in this transaction is as follows:

Equipment: Five (5) GP40-3 CLC locomotives (Group A Units) and thirty-one (31) GP40 locomotives (Group B Units) (See Exhibit A attached for reporting mark & numbers)

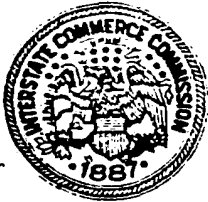
Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,

Nathalie Hern
Administrative Assistant

/nh

Enclosures (2)



Interstate Commerce Commission
Washington, D.C. 20423-0001

7/12/95

Office Of The Secretary

Nathalie Hern
Administrative Assistant
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA., 94111

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/12/95 at 2:35PM, and assigned recordation number(s). 19522, 19523, 19286-A, 11125-D, 16168-FFFF, 16168-GGGG, 16168-HHHH, 16168-IIII and 16168-JJJJ.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100688054)

\$ 189.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

MEMORANDUM OF
LOCOMOTIVE LEASE AGREEMENT

THIS MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT ("Memorandum of Lease") made as of April 25, 1995 is intended to evidence the Locomotive Lease Agreement, dated as of April 25, 1995 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and CSX TRANSPORTATION, INC., a Virginia corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the five (5) GP40-3 CLC locomotives (the "Group A Unit(s)") and the certain thirty-one (31) GP40 locomotives (the "Group B Unit(s)"), more fully described in Exhibit A hereto (the "Units"). Lessee leased from Lessor the Units at the rentals and upon the terms and conditions provided in the Lease.

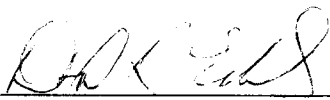
IN WITNESS WHEREOF, each party, pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

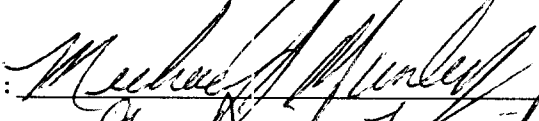
LESSOR

LESSEE

HELM FINANCIAL CORPORATION

CSX TRANSPORTATION, INC.

By: 
 Title: Executive Vice President
 Date: 6/20/95

By: 
 Title: Gen. Dir. of Locomotive Mgt.
 Date: 6/20/95

CM

STATE OF CALIFORNIA

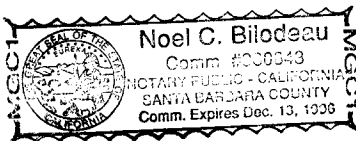
COUNTY OF SAN FRANCISCO

On 6-26, 1995, before me, Noel C. Bilodeau,
personally appeared **David R. Eckles, Executive** of **HELM FINANCIAL**
CORPORATION, Vice President

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed
the instrument.

Witness my hand and official seal.



Noel C. Bilodeau
SIGNATURE OF THE NOTARY

STATE OF FLORIDA

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COUNTY OF DUVAL

On this 26th day of June, 1995, before me personally
appeared Michael J. Murphy, to me personally known,
who, being by me duly sworn, says that he is General Manager of
CSX TRANSPORTATION, INC., that said instrument was signed and sealed
on behalf of said corporation by authority of its President and
Directors and he acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.

Beverly J. McVee
Beverly J. McVee
Notary Public

NOTARY PUBLIC, STATE OF FLORIDA
My commission expires June 30, 1995
Bonded thru Patterson-Becht Agency

My Commission Expires:

[Notarial Seal]

cm

EXHIBIT A

To the Memorandum of Locomotive Lease Agreement dated April 25, 1995
between Helm Financial Corporation and CSX Transportation, Inc.

Group A Units

Equipment Description:

Five (5) GP40-3 locomotives equipped with Woodward Governor's
Complete Locomotive Control (CLC) System.

Unit Reporting Mark: UP

Unit Numbers: 864, ~~865~~, 869, 878, 887.

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Group B Units

Equipment Description:

Thirty-one (31) GP40 locomotives.

Unit Reporting Mark: UP

Unit Numbers: 850, 851, 852, 853, 854, 855, 856, 357, 858, 859,
860, 861, 862, 866, 867, 868, 870, 371, 872, 873,
874, 875, 876, 877, 879, 880, 881, 383, 884, 885,
886.

cm